

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	

**ORDER APPROVING FINAL FEE APPLICATION OF GOODWIN PROCTER LLP,
COUNSEL TO STATE STREET BANK AND TRUST COMPANY AS INVESTMENT
MANAGER AND FIDUCIARY OF THE GRACE STOCK WITHIN THE GRACE
SAVINGS & INVESTMENT PLAN**

Upon consideration of the Final Fee Application of Goodwin Procter LLP,
Counsel to State Street Bank and Trust Company as Investment Manager and Fiduciary
of the Grace Stock Within the Grace Savings & Investment Plan for the Period from May
1, 2003 through February 28, 2005 (the "Final Fee Application"); and Notice of the
Application having been served on _____ upon the parties required by the
Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing
Procedures for Interim Compensation and Reimbursement of Expenses for Professionals
and Official Committee Members entered by this Court on April 17, 2002 (Docket No.
1949) (the "Administrative Order"); and upon this Court's review of the Final
Application and any objections or statements of counsel related thereto, it is hereby

ORDERED, that the Final Application is GRANTED, and Goodwin Procter LLP is awarded (i) compensation for actual and necessary services rendered during the period from May 1, 2003 through February 28, 2005 in the amount of \$249,300.00 and (ii) reimbursement of expenses for said period in the amount of \$14,891.66.

United States Bankruptcy Court Judge

Dated: _____, 2014